

Amendment Number 3
to
Contract Number DIR-SDD-1797
between
State of Texas, acting by and through the Department of Information Resources
and
GeoShack, Inc.

This Amendment Number 3 to Contract Number DIR-SDD-1797 ("Contract") is between the Department of Information Resources ("DIR") and GeoShack, Inc. ("Vendor"). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. Contract, Section 2, Term of Contract, is hereby amended as follows:

DIR and Vendor hereby agree to extend the term of the Contract for one (1) year through April 4, 2016 or until terminated pursuant to the termination clauses contained in the Contract, completing all three (3) additional one-year options. No additional extension options remain. The Contract will expire April 4, 2016.

2. Contract, Section 4, Pricing, is hereby restated in its entirety as follows:

Pricing to the DIR Customer shall be as set forth in Appendix A, Section 8, Pricing, Purchase Orders, Invoices and Payments, and as set forth in Appendix C, Pricing Index, and shall include the DIR Administrative Fee.

3. Contract, Section 4, Pricing, A – H, is deleted and is hereby restated in its entirety in Appendix A, Standard Terms and Conditions For Product and Related Services Contracts dated 02/04/15, Section 8. Pricing, Purchase Orders, Invoices, and Payments, as attached hereto.

4. Contract, Section 7, Software License and Service Agreements, is hereby amended by adding B. Conflicting or Additional Terms, in its entirety as follows:

B. Conflicting or Additional Terms

In the event that conflicting or additional terms in Vendor Software License Agreements, Shrink/Click Wrap License Agreements, Service Agreements or linked or supplemental documents amend or diminish the rights of DIR Customers or the State, such conflicting or additional terms shall not take precedence over the terms of this Contract.

5. Contract, Section 8. Intellectual Property Matters, A – L, is deleted and is hereby restated in its entirety in Appendix A, Standard Terms and Conditions For Product and Related Services Contracts dated 02/04/15, Section 5. Intellectual Property Matters, as attached hereto.

6. Appendix A, Standard Terms and Conditions For Product and Related Services Contracts, is hereby restated in its entirety and replaced with the attached **Appendix A,** Standard Terms and Conditions For Product and Related Services Contracts dated 02/04/15.

7. Appendix C, Pricing Index is hereby updated in its entirety.

All other terms and conditions of the Contract as amended, not specifically modified herein, shall remain in full force and effect. In the event of conflict among the provisions, the order of precedence shall be Amendment Number 3, then Amendment Number 2, then Amendment Number 1, and then the Contract DIR- SDD-1797.

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IN WITNESS WHEREOF, the parties hereby execute this Amendment Number 3 to be effective as of the date of last signature, but in all events not later than April 4, 2015.

GeoShack, Inc.

Authorized By: Signature on File

Name: Robert J Makenas

Title: CFO

Date: 05/06/2015

The State of Texas, acting by and through the Department of Information Resources

Authorized By: Signature on File

Name: Dale Richardson

Title: Chief Operations Officer

Date: 05/18/2015

Office of General Counsel: Signature on File, David Brown 05/14/2015